

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF INDIANA, LAFAYETTE DIVISION

Case number (if known) _____ Chapter 11☐ Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Action SCS LLC</u>	
<hr/>		
2. All other names debtor used in the last 8 years Include any assumed names, trade names and <i>doing business as</i> names		
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	<u>26-3351633</u>	
<hr/>		
4. Debtor's address	Principal place of business <u>3535 Brady Lane</u> <u>Lafayette, IN 47909</u> Number, Street, City, State & ZIP Code <u>Tippecanoe</u> County	Mailing address, if different from principal place of business _____ P.O. Box, Number, Street, City, State & ZIP Code Location of principal assets, if different from principal place of business _____ Number, Street, City, State & ZIP Code
<hr/>		
5. Debtor's website (URL)	<u></u>	
<hr/>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	
<hr/>		

Debtor Action SCS LLC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check one:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	<u>See Attachment</u>	Relationship	_____
District	_____	Case number, if known	_____

Debtor Action SCS LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor Action SCS LLC Case number (if known) _____
 Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 25, 2024
 MM / DD / YYYY

X /s/ Sam Bazzi
 Signature of authorized representative of debtor

Sam Bazzi
 Printed name

Title President/CEO

18. Signature of attorney **X** /s/ Sarah L. Fowler
 Signature of attorney for debtor

Date June 25, 2024
 MM / DD / YYYY

Sarah L. Fowler 30621-49
 Printed name

Blackwell Burke and Fowler PC
 Firm name

101 West Ohio Street Suite 1700
Indianapolis, IN 46204
 Number, Street, City, State & ZIP Code

Contact phone (317) 635-5005 Email address sfowler@bbrlawpc.com

30621-49 IN
 Bar number and State

Debtor Action SCS LLC
Name

Case number (if known) _____

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF INDIANA, LAFAYETTE DIVISIONCase number (if known) _____ Chapter 11☐ Check if this an amended filing**FORM 201. VOLUNTARY PETITION****Pending Bankruptcy Cases Attachment**

Debtor	<u>GC3 Logistics, Inc.</u>	Relationship to you	<u>Affiliate</u>
District	<u>Northern District of Indiana</u>	When	<u>6/25/24</u>
Case number, if known			
Debtor	<u>GC3 Warehousing, LLC</u>	Relationship to you	<u>Affiliate</u>
District	<u>Northern District of Indiana</u>	When	<u>6/25/24</u>
Case number, if known			
Debtor	<u>Maximus Industries Corporation</u>	Relationship to you	<u>Affiliate</u>
District	<u>Northern District of Indiana</u>	When	<u>6/25/24</u>
Case number, if known			
Debtor	<u>Maximus Logistics Corporation</u>	Relationship to you	<u>Affiliate</u>
District	<u>Northern District of Indiana</u>	When	<u>6/25/24</u>
Case number, if known			
Debtor	<u>Maximus Logistics Solutions, LLC</u>	Relationship to you	<u>Affiliate</u>
District	<u>Northern District of Indiana</u>	When	<u>6/25/24</u>
Case number, if known			
Debtor	<u>Maximus Supply Chain Holdings, LLC</u>	Relationship to you	<u>Affiliate</u>
District	<u>Northern District of Indiana</u>	When	<u>6/25/24</u>
Case number, if known			
Debtor	<u>Maximus Transport Systems, LLC</u>	Relationship to you	<u>Parent</u>
District	<u>Northern District of Indiana</u>	When	<u>6/25/24</u>
Case number, if known			

ACTION SCS, LLC
ACTION BY WRITTEN CONSENT OF MEMBER

The undersigned, Sam Bazzi, as the Sole Member of Maximus Supply Chain Holdings, LLC, an Indiana limited liability company, as the Sole Member of Maximus Transport Systems, LLC, as the Sole Member of Action SCS, LLC (the "**Company**"), in accordance with and pursuant to the Company's operating agreement and Article 18 of Title 23 of the Indiana Code, does hereby consent to, adopt, and approve the following resolutions, with the same force and effect as if such resolutions were duly adopted by the affirmative vote of the Member taken at a special meeting duly called and held on the 25th day of June, 2024 ("**Effective Date**");

WHEREAS, in the judgment of the Member, based in part upon a review of the Company's assets and liabilities and in consultation with its advisors, it is desirable and in the best interests of the Company, its creditors, equity holders, and other interested parties that a voluntary bankruptcy petition (the "**Petition**") be filed by the Company under the provisions of chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § § 101-1532 (the "**Bankruptcy Code**");

NOW, THEREFORE, BE IT RESOLVED, that the Company shall be, and it hereby is, authorized, directed, and empowered to file the Petition and to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the same;

FURTHER RESOLVED, that the Member is hereby authorized, directed, and empowered, on behalf of and in the name of the Company, (i) to execute and verify the Petition as well as all other ancillary documents and other documents related to the bankruptcy case and to cause the Petition to be filed with the United States Bankruptcy Court for the Northern District of Indiana and to make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as the Member, in its discretion, deems necessary or desirable in order to carry out the intent and accomplish the purposes of these resolutions (approval of any of the above described documents to be conclusively established by the execution thereof by the Member), (ii) to execute (a) a consent to the entry of an order for relief in an involuntarily-commenced chapter 11 or chapter 7 case, if any, or (b) a request for conversion of an involuntarily-commenced chapter 11 or chapter 7 case, if any, (iii) to execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents (including, without limitation, documents executed pursuant to which the Company shall receive or guarantee postpetition funding) necessary or desirable in connection with the foregoing, and (iv) to execute and verify any and all other documents necessary or appropriate in connection therewith in such form as the Member may approve

(such approval to be conclusively established by the execution thereof by the Member);

FURTHER RESOLVED, that the law firm of Blackwell, Burke & Fowler, P.C., Gutwein Law, and any local Indiana counsel or special counsel selected by the Member, if any, are authorized, empowered, and directed to represent the Company, as debtor and/or debtor in possession, in connection with any case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that Member is authorized, directed, and empowered to retain on behalf of the Company such other attorneys, financial advisors, accountants, and other professionals as such the Member shall deem appropriate in its judgment;

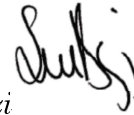
FURTHER RESOLVED, that the Member is authorized, directed, and empowered to enter into, in the name of and on behalf of the Company, as debtor and/or debtor in possession, any financial transactions as the Member so acting shall deem appropriate in their judgment, including, without limitation, other entities, as borrower, co-borrower, guarantor, or in any other capacity as the Member shall deem appropriate in their judgment;

FURTHER RESOLVED, that each and every manager and officer of the Company, be, and each of them, acting alone, is hereby authorized, directed, and empowered from time to time in the name of and on behalf of the Company to take such actions and execute and deliver such certificates, instruments, notices and documents as may be required or as such officer may deem necessary, advisable or proper to carry out and perform the obligations of the Company (including, without limitation, documents executed pursuant to which the Company shall receive or guarantee post-petition funding); all such actions to be performed in such manner, and all such certificates, instruments, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, the performance or execution thereof by such officer to be conclusive evidence of the approval thereof by such officer and by the Company;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Member, each manager and officer of the Company be, and each of them, acting alone, hereby is, authorized, directed, and empowered, in the name and on behalf of the Company, to do or cause to be done all such further acts and things and to execute and deliver all such other instruments, certificates, agreements and documents as they or any of them may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purpose of the foregoing resolutions;

FURTHER RESOLVED, that all actions heretofore taken by any manager, officer, or director of the Company in connection with the foregoing resolutions be, and all such actions hereby are, confirmed, ratified, and approved in all respects; and

IN WITNESS WHEREOF, the undersigned Member of the Company has executed this Written Consent as of the Effective Date.



/s/ Sam Bazzi

Sam Bazzi, as Sole Member of
Maximus Supply Chain Holdings,
LLC, as Sole Member of Maximus
Transport Systems, LLC, as Sole
Member of Action SCS, LLC

Fill in this information to identify the case:Debtor name Action SCS LLCUnited States Bankruptcy Court for the: NORTHERN DISTRICT OF INDIANA, LAFAYETTE DIVISION

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 25, 2024

X /s/ Sam Bazzi

Signature of individual signing on behalf of debtor

Sam Bazzi

Printed name

President/CEO

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name

Action SCS LLC

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF INDIANA,
LAFAYETTE DIVISION

Case number (if known):

☐ Check if this is an
amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Indiana Department of Revenue Bankruptcy Section 100 North Senate Avenue, MS 108 Indianapolis, IN 46204						Unknown
Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346						Unknown

United States Bankruptcy Court
Northern District of Indiana, Lafayette Division

In re Action SCS LLC Debtor(s) Case No. _____
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Maximus Transport Systems, LLC 3535 Brady Lane Lafayette, IN 47909			Sole Member

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President/CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 25, 2024 Signature /s/ Sam Bazzi
Sam Bazzi

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.


(6/2010)

**United States Bankruptcy Court
Northern District of Indiana, Lafayette Division**

In re	<u>Action SCS LLC</u>	Debtor(s)	Case No.	<u></u>
			Chapter	<u>11</u>

VERIFICATION OF CREDITOR MATRIX

The above-named debtor(s) verifies under penalty of perjury that the attached list of creditors is true and correct to the best of his/her knowledge.

Date:	<u>June 25, 2024</u>	<u>/s/ Sam Bazzi</u>
		
		Sam Bazzi/President/CEO
		Signer/Title

BFG Corporation
2801 Lakeside Drive, Suite 212
Deerfield, IL 60015

Cambridge Ventures, L.P.
4181 East 96th Street, Suite 200
Indianapolis, IN 46240

Centier Bank
600 East 84th Ave
Merrillville, IN 46410

Indiana Community Business Credit Corp
4181 East 96th Street, Suite 200
Indianapolis, IN 46240

Indiana Department of Revenue
Bankruptcy Section
100 North Senate Avenue, MS 108
Indianapolis, IN 46204

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

Lynx Capital Corporation
4181 East 96th Street, Suite 200
Indianapolis, IN 46240

OP 4 Loan Fund LLC
4181 East 96th Street, Suite 200
Indianapolis, IN 46240

The Community Investment Fund of Indiana
4181 East 96th Street, Suite 200
Indianapolis, IN 46240